



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. BN4352

RECORDATION NO.

7478-F
FILED 1425

FEDERAL EXPRESS

JUN 20 1989 -11 05 AM

June 19, 1989

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

9-171A038

Re: Document for Recordation: Bill of Sale and Release of
Security Interest to Burlington Northern Inc. (now
Burlington Northern Railroad Company) Equipment Trust of
1974, Series 1

Dear Ms. Lee:

I am enclosing six counterparts of the document described
below to be recorded pursuant to Section 11303, Title 49 of
the United States Code.

The document to be recorded, a secondary document, is a
Bill of Sale and Release of Security Interest, dated June 9,
1989, by which all right, title and interest in and to the
existing equipment covered by the Burlington Northern Inc.
(now Burlington Northern Railroad Company) Equipment Trust of
1974, Series 1, dated as of April 15, 1974, is conveyed to
Burlington Northern Railroad Company.

The primary document to which the Bill of Sale and Release of
Security Interest is connected, was recorded with the Inter-
state Commerce Commission on April 17, 1974, and assigned
Recordation No. 7478.

The names and addresses of the parties to the transaction
are:

Trustee: Citibank, N.A.
Five Hanover Square
New York, New York 10043

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Ms. Mildred Lee
June 19, 1989
Page 2

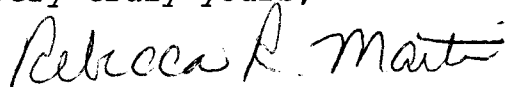
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale and Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest,
dated June 9, 1989, to the Burlington Northern Inc.
(now Burlington Northern Railroad Company) Equip-
ment Trust of 1974, Series 1 (ICC Recordation
No. 7478, April 17, 1974), conveying the equipment
described on Exhibit A of said document.

Very truly yours,

A handwritten signature in cursive script that reads "Rebecca R. Martin".

Rebecca R. Martin
Legal Assistant

RRM/ac, 1
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/22/89

OFFICE OF THE SECRETARY

Rebecca R. Martin
Legal Assistant
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Ft Worth, Texas 76102

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/20/89 at 11:05am, and assigned recordation number(s). 7478-F & 7 other numbers

Sincerely yours,

Nesta R. McGee

Secretary

Enclosure(s)

RECORDATION NO. 7478-F FILED NO.

JUN 20 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

Executed in 9 Counterparts
of which this is No. 7

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of April 15, 1974, executed by Citibank, N.A. (formerly Morgan Guaranty Trust Company of New York), as Trustee (the "Trustee"), and Burlington Northern Inc. (now Burlington Northern Railroad Company) (the "Railroad"), there was established "Burlington Northern Inc. Equipment Trust of 1974, Series 1" (the "Agreement"); and

WHEREAS, by the terms of Article Four of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto (the "Equipment"); and

WHEREAS, the Agreement was filed on April 17, 1974, as Recordation No. 7478 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented from time to time, with the last supplement being dated July 26, 1982, which was filed with the Interstate Commerce Commission on August 17, 1982, and assigned Recordation No. 7478-E; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.


NOW, THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full; (b) sell, assign, convey,

and transfer to the Railroad all its rights, title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

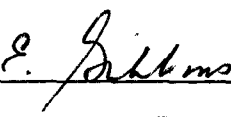
This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Citibank, N.A., the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 9th day of June, 1989.

CITIBANK, N.A.

By: 
S. D. MINEO
ASSISTANT VICE PRESIDENT

ATTEST:


E. GIBBONS
Senior Trust Officer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.

On this 9th day of June, 1989, before me personally appeared S.D. MINEO, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a ASSISTANT VICE PRESIDENT of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert F. Frier
Notary Public

My Commission Expires:

ROBERT F. FRIER
Notary Public, State of New York
No: 31-4762885
Qualified in New York County
Commission Expires Jan. 31, 1991

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN No.</u>
96	High Cube Box Cars	321500-321541, 321543-321567, 321569-321585 321587-321589, 321591-321599
37	Airslide Covered Hopper Cars	410300-410308, 410310-410333, 410336-410339
358	Open Top Triple Hopper Cars	526000-526006, 526009-526040, 526042-526072, 526074, 526075, 526077-526085, 526087, 526089, 526090, 526092-526096, 526098, 526100-526129, 526131-526136, 526140-526149, 526151-526154, 526156-526166, 526168, 526169, 526171-526179, 526181-526183, 526185-526190, 526192-526194, 526196, 526197, 526199, 526200, 526202-526231, 526233-526255, 526257-526267, 526269-526280, 526282-526284, 526286-526293, 526295-526303, 526305-526307, 526309-526326, 526328, 526330, 526331, 526333, 526335, 526337, 526338, 526340-526362, 526364-526371, 526373-526376, 526379-526399
93	Insulated Box Cars	748900-748954, 748956-748958, 748960-748981, 748984-748986, 748988, 748989, 748991-748994, 748996-748999
3	Covered Hopper Cars	447560-447562
5	Cabooses	12312-12315, 12326
8	Double Hopper Cars	953907-953914